

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

CONNECTU LLC,

Plaintiff,

v.

MARK ZUCKERBERG, EDUARDO SAVERIN,
DUSTIN MOSKOVITZ, ANDREW MCCOLLUM,
CHRISTOPHER HUGHES, FACEBOOK, INC.,

Defendants.

Civil Action No. 1:04-cv-11923 (DPW)

District Judge Douglas P. Woodlock

Magistrate Judge Robert B. Collings

MARK ZUCKERBERG and
FACEBOOK, INC.,

Counterclaimants,

v.

CONNECTU LLC,

Counterdefendant,

and

CAMERON WINKLEVOSS, TYLER
WINKLEVOSS, and DIVYA NARENDRA,

Additional Counterdefendants.

**CORRECTED¹ DECLARATION OF MEREDITH H. SCHOENFELD
IN SUPPORT OF PLAINTIFF'S SUPPLEMENTAL BRIEF IN OPPOSITION TO
MOTION TO DISMISS, PRESENTING NEW EVIDENCE AND SUPPLEMENTAL
AUTHORITY IN VIEW OF PRAMCO**

I, Meredith H. Schoenfeld, declare as follows:

1. I am an attorney with the law firm of Finnegan, Henderson, Farabow, Garrett & Dunner,
LLP, counsel for Plaintiff ConnectU LLC and Counterdefendants Cameron Winklevoss,

¹ This declaration is being corrected to reflect the correct Bates numbers for the referenced exhibits.

Para. 12. Change: TFB007078 to TFB007081-7097

Para. 13. Change: TFB007081-97 to TFB007098

Para. 21. Change: Ex. 17 to Ex. 16

Tyler Winklevoss, and Divya Narendra (“collectively ConnectU”). I make this Declaration in support of Plaintiff’s Memorandum in Support of Motion for Contempt. I am an active member in good standing of the Bars of the State of California and the District of Columbia. I have personal knowledge of the facts stated therein and if called as a witness, could and would competently testify thereto.

2. Attached hereto as Exhibit 1 is a true and correct copy of ConnectU LLC’s application to do business in the State of Connecticut.
3. Attached hereto as Exhibit 2 is a true and correct copy of Articles of Organization of thefacebook LLC in Florida, the Amended and Restated Articles of Organization of thefacebook LLC in Florida, and the Reinstatement form for the thefacebook LLC in Florida.
4. Attached hereto as Exhibit 3 is a true and correct copy of the Certificate of Incorporation of ConnectU, Inc. in Connecticut, and the agreement merging ConnectU LLC into ConnectU, Inc. in both Connecticut and Delaware.
5. Attached hereto as Exhibit 4 is a true and correct copy of the rough copy of the deposition transcript of Mark Zuckerberg, taken on June 8, 2006.
6. Attached hereto as Exhibit 5 is a true and correct copy of Plaintiff’s First Request to Facebook Defendants for the Production of Documents and Things (No. 102).
7. Attached hereto as Exhibit 6 is a true and correct copy of ConnectU LLC’s Certificate of Formation.
8. Attached hereto as Exhibit 7 is a true and correct copy of the deposition transcript of Mark Zuckerberg, taken on April 25, 2006.
9. Attached hereto as Exhibit 8 is a true and correct copy of ConnectU LLC’s Operating Agreement.

10. Attached hereto as Exhibit 9 is a true and correct copy of a Facebook Defendant's Opposition to the Motions to Quash in *Thefacebook, Inc. v. ConnectU LLC*, No. 1:05-CV-047381 (Super. Court Cal.) filed by Tyler and Cameron Winklevoss and Divya Narendra.
11. Attached hereto as Exhibit 10 is a true and correct copy of Certificate of Amendment of Third Amended and Restated Certificate of Incorporation of TheFacebook, TFB000056-083, which was Exhibit 24 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
12. Attached hereto as Exhibit 11 is a true and correct copy of Facebook, Inc. Vendor QuickReport, TFB007081-97, which was Exhibit 44 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
13. Attached hereto as Exhibit 12 is a true and correct copy of Facebook, Inc. Vendor QuickReport, TFB007098, which was Exhibit 45 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
14. Attached hereto as Exhibit 13 is a true and correct copy of a compilation exhibit headed by a letter to Mark Zuckerberg from Kirkland House, TFB006974-977, which was Exhibit 4 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
15. Attached hereto as Exhibit 14 is a true and correct copy of a compilation exhibit headed by a June 6, 2006 Certification from Joshua McIntosh, custodian of certain housing records at Harvard University, HU000151-152, which was Exhibit 6 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
16. Attached hereto as Exhibit 15 is a true and correct copy of a New Employee Information Sheet and Direct Deposit Authorization Form which was Exhibit 12 to the deposition of Mark Zuckerberg, taken on June 8, 2006.

17. Attached hereto as Exhibit 16 is a true and correct copy of a July 29, 2004 TheFacebook, Inc. agreement, TFB007499-50, which was Exhibit 33 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
18. Attached hereto as Exhibit 17 is a true and correct copy of taxpayer information for Mark Zuckerberg, TFB007497-498, which was Exhibit 13 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
19. Attached hereto as Exhibit 18 is a true and correct copy of the 2003 W-4 form Mark E. Zuckerberg, TFB007635, which was Exhibit 18 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
20. Attached hereto as Exhibit 19 is a true and correct copy of 11 TheFacebook, Inc. agreements, TFB007348-357, TFB007365-374, TFB007397-406, TFB007428, TFB007429-436, TFB007462-469, TFB007550-557, TFB007558-566, TFB007568-577, TFB007613-619, TFB007623-629 which were Exhibits 27-32 and 34-48 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
21. Attached hereto as Exhibit 20 is a true and correct copy of the 2004 Limited Liability Company Return of Income for The Facebook, LLC, TFB007525-547, which was Exhibit 16 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
22. Attached hereto as Exhibit 21 is a true and correct copy of the 2004 U.S. Individual Income Tax Return for Mark Zuckerberg, TFB007636-643, which was Exhibit 19 to the deposition of Mark Zuckerberg, taken on June 8, 2006.
23. Attached hereto as Exhibit 22 is a true and correct copy of the 2004 California Resident Income Tax Return of Mark Zuckerberg, TFB007644-649, which was Exhibit 20 to the deposition of Mark Zuckerberg, taken on June 8, 2006.

24. Attached hereto as Exhibit 23 is a true and correct copy of Facebook Defendants' responses to Plaintiff's Fourth Request for the Production of Documents and Things (No. 249).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This Declaration is executed on the 21st day of June 2006.

/s/ Meredith H. Schoenfeld
Meredith H. Schoenfeld

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on June 21, 2006.

/s/ John F. Hornick
John F. Hornick